

GATX Corporation Audit Committee Complaint Procedure

The integrity of the financial information of GATX Corporation (the “Company”) is of obvious importance. The Company’s financial information guides the decisions of management and the Board of Directors of the Company (the “Board of Directors”), and is relied upon by our shareholders and the financial markets. For these reasons, we must maintain a workplace where employees, when they reasonably believe that they are aware of questionable accounting, internal accounting controls, or auditing matters, or the reporting of fraudulent financial information, can raise these concerns free of any discrimination, retaliation or harassment.

Reporting of Complaints

It is the policy of the Company to encourage employees, through postings and otherwise, when they reasonably believe that questionable accounting or auditing conduct or practices have occurred or are occurring, to report those concerns to their immediate supervisor or the Vice President, General Counsel of the Company. Alternatively, any employee may raise those concerns anonymously by calling The Network toll free at 1-888-749-1947. Summaries of the call to The Network will be reported directly to the Vice President, General Counsel of the Company and to the Chair of the Audit Committee.

Receipt and Treatment of Complaints

- The Chairman of the Audit Committee or his / her designee (who shall be a member of the Audit Committee) will make a determination of (i) whether such complaint requires immediate investigation, (ii) whether it can be discussed at the next regularly scheduled meeting of the Audit Committee, (iii) whether it does not involve the Company’s accounting, internal audit controls or auditing practices and therefore should be reviewed by a party other than the Audit Committee or (iv) whether on its face it does not merit further consideration.
- When the complaint involves the Company’s accounting, internal audit controls or auditing practices it will be discussed at a meeting of the Audit Committee (which may be by telephone). The Audit Committee may elect to investigate the complaint in such manner as it deems appropriate to determine whether any misconduct, violation of law, breach of ethics or Company policy has occurred, including the following:
 - It may choose to investigate the complaint on its own or with the assistance of the Company’s internal or outside counsel;
 - It may retain an outside party (other than the Company external auditor) to investigate the complaint; or

- It may delegate the investigation to an appropriate employee of the Company, provided that the identity of the complaining employee shall not be disclosed. Under no circumstances will an employee who has direct supervisory control or who may be responsible for the complained of activity be charged with responsibility for the investigation.
- The investigation shall be concluded within sixty (60) days (absent a specific extension granted by the Audit Committee), and upon the conclusion thereof, the party charged with carrying out the investigation will make a full report to the Audit Committee. The report shall describe the facts learned in the investigation and conclusions as to whether they constitute misconduct, violations of law, and breaches of ethics or breaches of Company policies.
- The Audit Committee will report to the full Board of Directors at its next regularly scheduled meeting with respect to the complaint, the report and any suggested corrective or disciplinary actions commensurate with the severity of the offense.

All complaints will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. All employees and supervisors have a duty to cooperate in the investigation of reports of questionable accounting or auditing matters, or the reporting of fraudulent financial information, or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters. In addition, an employee shall be subject to disciplinary action, including the termination of their employment, if the employee fails to cooperate in an investigation, or deliberately provides false information during an investigation.

Procedures for Retaining Complaints

All complaints received by the Committee pursuant to this policy, together with all documentation pertaining to the Committee's investigation and disposition thereof shall be retained by the office of the General Counsel for a period of six (6) years.

Freedom From Retaliatory Action

The Company strictly prohibits any discrimination, retaliation or harassment against any person who reports incidents of questionable accounting or auditing matters, or the reporting of fraudulent financial information, based on the person's reasonable belief that such misconduct occurred. The Company also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of complaints about questionable accounting or auditing matters, or of the reporting of fraudulent financial information. Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against any employee who, based on the employee's reasonable belief that such conduct or practices have occurred

or are occurring, reports that information to the employee's supervisor, or those designated in this policy as having the authority to investigate, discover or terminate any such conduct or practices. If you later believe that you have been subject to discrimination, retaliation or harassment for having made a report under this Policy, you must immediately report those facts to your immediate supervisor or the Vice President, Human Resources, or both.